

Summary Title: Actions relating to the development of a 68-acre mixed-use project at Alameda Point Site A, including upholding the Planning Board's actions concerning the Development Plan, the sale and lease of the property to a developer, Alameda Point Partners, LLC, and their development obligations, and a Development Agreement which provides additional certainty regarding the project to the City, the community and the developer.

Public Hearing to Consider:

(1) Adoption of Resolution Upholding the Planning Board Resolution No. PB-15-09 Approving a Development Plan for the 68-Acre Mixed Use Development Plan in the Waterfront Town Center Plan Area Referred to as "Site A" at Alameda Point and Approving a Density Bonus Waiver;

(2) Introduction of Ordinance Approving a Disposition and Development Agreement (and Related Documents) between the City of Alameda and Alameda Point Partners, LLC (APP) for the Site A Development at Alameda Point [Requires four affirmative votes]; and

(3) Introduction of Ordinance Approving a Development Agreement between the City of Alameda and Alameda Point Partners, LLC for the Site A Development at Alameda Point. (Base Reuse 819099) [NOTE: ATTACHMENTS ARE LENGTHY; HARDCOPY MAY BE VIEWED AT THE CITY CLERK'S OFFICE AND LIBRARY REFERENCE DESK]

To: Honorable Mayor and Members of the City Council

From: Elizabeth D. Warmerdam, Interim City Manager

Re: Public Hearing to Consider (1) Adoption of a Resolution Upholding the Planning Board's Approval of the Alameda Point Site A Development Plan and Approving a Density Bonus Waiver; (2) Introduction of an Ordinance Approving a Disposition and Development Agreement (and Related Documents) between the City of Alameda and Alameda Point Partners, LLC for the Site A Development at Alameda Point; and (3) Introduction of an Ordinance Approving a Development Agreement between the City of Alameda and Alameda Point Partners, LLC for the Site A Development at Alameda Point.

### BACKGROUND

The recommended Development Plan, Disposition and Development Agreement (DDA), and Development Agreement (DA) for the 68-acre Site A development represents the first major public/private development at Alameda Point since the base closed in 1997.

It is an important first step towards achieving the community's vision of a mixed-use transit-oriented development at Alameda Point. The proposed Site A development:

- Fulfills the community's vision of building a high-quality mixed-use transit-oriented waterfront development that includes approximately 1,472 on-site permanent jobs and 2,570 direct construction jobs over the life of the project, retail amenities, a diversity of housing types for a wide range of income levels, and waterfront parks for the entire Alameda community;
- Sets the stage for future job creation through the construction of amenities, gateway improvements into Alameda Point, and a new sewer line from Main Street through Site A and up to the existing pump station at the northern edge of the Alameda Point property to support long-term employment-generating uses in the Enterprise Sub-district and the NAS Alameda Historic District (i.e., Adaptive Reuse Sub-district) at Alameda Point;
- Mitigates traffic impacts by funding transit service to BART every 15 minutes during peak traffic hours, free bus passes for all residents and employees, car- and bike-share stations, subsidized Clipper cards (all-in-one transit card for the Bay Area), a dedicated staff person to coordinate transportation services, an alternative modes website, and a number of other alternative transportation programs;
- Contributes \$18 million towards significant transportation infrastructure, such as bus rapid transit lanes, a ferry terminal, bicycle lanes, and portions of the Bay Trail;
- Commits \$36 million to 15 acres of publicly accessible parks and open spaces, including an initial phase of the regional sports complex and eight acres of waterfront promenades and parks along the Seaplane Lagoon, which require expensive shoreline and flood protection improvements; and
- Complies with the City's fiscal neutrality policy through dedicated special tax revenues; commits to building and funding \$103 million in public infrastructure and amenities (including items described above) and provides profit sharing to the City in the event of exceptional financial performance.

The Site A development is the culmination of a unique and extensive community based planning process that began in 1993 and continued for over 20 years. The major milestones during this extensive community effort include:

- The adoption of the 1996 Alameda Naval Air Station Community Reuse Plan (Community Reuse Plan) and Environmental Impact Report (EIR) in 1998, which envisioned reuse and redevelopment of Alameda Point with 5.5 million square feet of employment uses and 1,425 residential units.

- The adoption of the Alameda General Plan Alameda Point Element and a second EIR in 2003, which placed the Reuse Plan vision into the Alameda General Plan.
- The approval of the 2013 Alameda Point Vision Guide reconfirming the community's support for the vision and goals presented in the Community Reuse Plan and General Plan.
- The adoption of the Alameda Point Zoning Ordinance, Master Infrastructure Plan (MIP) and third EIR consistent with the Community Reuse Plan in 2014, which established the zoning and development regulations and the infrastructure improvement requirements necessary to support 5.5 million square feet of employment uses and 1,425 residential units. These were adopted after receiving input from over 30 public hearings and community meetings.
- The adoption of the Alameda Point Transportation Demand Management (TDM) Plan in 2014, which creates a comprehensive program of strategies, measures, and transit services that support a transit-oriented development at Alameda Point; achieves the City of Alameda's General Plan goals to reduce automobile trips; and mitigates potential traffic impacts.
- The adoption of the Alameda Point Waterfront Town Center Plan (Town Center Plan), which established the form based development standards, height limits and pedestrian oriented development standards for the lands at the gateway and surrounding the Seaplane Lagoon at the heart of Alameda Point.
- The approval of an Exclusive Negotiation Agreement (ENA) with Alameda Point Partners (APP), the preferred developer for a 68-acre mixed-use development site at Alameda Point (Site A) consistent with the Town Center Plan. Site A includes 800 units, 600,000 square feet of commercial space and 15 acres of publicly accessible parks (Site A Project).

After approval of the ENA, the City and APP engaged in a community process for the Site A development that included monthly hearings before the City Council and Planning Board, meetings with other boards and commissions, stakeholder meetings and community open houses. The following is a summary of the Site A meetings that have been held during the last six months:

- January 20, 2015: City Council held a public meeting to review the initial development concepts and development terms.
- January 26: Planning Board held its first public workshop on the APP conceptual Development Plan.
- January 29: APP and the City held a community open house at Building 15 at Alameda Point.

- February 5: Historical Advisory Board (HAB) reviewed the draft Development Plan.
- February 12: Recreation and Park Commission reviewed the draft Development Plan.
- February 17: City Council reviewed an updated Development Plan, including comments from the various boards and commissions and staff's initial responses to those comments.
- February 23: Planning Board reviewed an updated Development Plan.
- February 25: At the joint meeting of the Transportation Commission and the Planning Board, the Transportation Commission reviewed the draft Development Plan for the first time and both boards provided initial comments on a transportation strategy for Site A consistent with the recently approved Alameda Point transportation strategy
- March 4: APP and the City held a second open house at Bladium for the community to review updates to the draft Development Plan. March 23: Planning Board reviewed an updated Development Plan, and an outline of the transportation strategy for Site A.
- March 28: APP and the City held a walking tour and lunch at Site A, highlighting key areas in APP's Development Plan.
- April 21: City Council reviewed an updated Development Plan, a draft TDM Compliance Strategy, the proposed commercial strategy, and a summary of the DDA for Site A.
- April 27: Planning Board reviewed an updated Development Plan, a draft TDM Compliance Strategy and a draft DA.
- May 7: HAB reviewed the updated Development Plan.
- May 11: Planning Board approved the Development Plan, multifamily housing waiver, and General Plan consistency findings for the DA and provided final comments on the TDM Compliance Strategy.
- May 19: City Council reviewed the Site A financing plan, fiscal impact analysis and approach to fiscal neutrality.
- May 27: Transportation Commission provided final comments on the TDM Compliance Strategy.

The City and APP team continually revised and improved the Development Plan, DDA, DA, TDM Compliance Strategy (Planning Approvals) and other documents in response to comments from the City Council, Planning Board, other boards and commissions, and the community. Exhibit 1 provides an updated summary of the comments received at these meetings, including responses to comments from the most recent May 19,

2015 City Council meeting. Exhibit 2 includes the Development Plan approved by the Planning Board on May 11.

## DISCUSSION

The Site A Project represents a first step towards achieving the community's vision of a mixed-use, transit-oriented development at Alameda Point. The following provides a detailed summary of the various components of the multi-faceted Site A Project:

### Mixed-Use, Transit-Oriented Development

The Site A Planning Approvals implement the Community Reuse Plan, General Plan, Town Center Plan, and AMC zoning policies, standards, and requirements for a mixed-use, transit-oriented community. The Site A Project includes:

- Eight hundred of the 1,425 total residential units programmed for Alameda Point and up to 400,000 square feet of commercial development in existing buildings, approximately 200,000 square feet of retail and hotel space in new buildings, and approximately 15 acres of publicly accessible open space and parks.
- The preservation and integration of the existing fabric and character of the former base, including seven existing buildings comprised of approximately 400,000 square feet; remnants of abandoned railroad tracks as part of the proposed urban park; portions of the existing oval circle along the southern edge of the extension of Ralph Appezato Memorial Parkway (RAMP); and the existing plane and tree within the traffic circle.
- Approximately 15 acres of publicly accessible open space, parks and plazas representing approximately 22% of the 68-acre property, and approximately 16.3 acres of public streets and sidewalks represent an additional 24% of the property.
- Residential units provided in multifamily building types on eight blocks and located immediately adjacent to the primary transit corridor along RAMP that links a future ferry terminal at the Seaplane Lagoon with the planned Bus Rapid Transit (BRT) service between Site A and downtown Oakland.
- Residential units on Site A that are all within a one-block walk or less of the BRT line, protected bicycle lanes along RAMP and public open space to facilitate a pedestrian oriented environment.
- Of the 800 units, approximately 635 of the units will be in stacked flat buildings over parking and approximately 165 of the units will be in attached or stacked townhomes and row houses.
- Numerous blocks facing RAMP (Blocks 3, 4, 8, 9, and 11) that will have ground floor retail and/or adaptive retail spaces in order to facilitate a pedestrian-oriented "town center" environment.

## Jobs and Economic Development

The Site A Project includes facilities, improvements, programs and activities consistent with the Community Reuse Plan, General Plan, Town Center Plan, and zoning policies that support job-generating uses within Site A and Alameda Point, in general, and help to replace the approximately 18,000 jobs lost by the departure of the United States Navy in 1997. The Site A Project supports and promotes employment and non-residential uses at Alameda Point through:

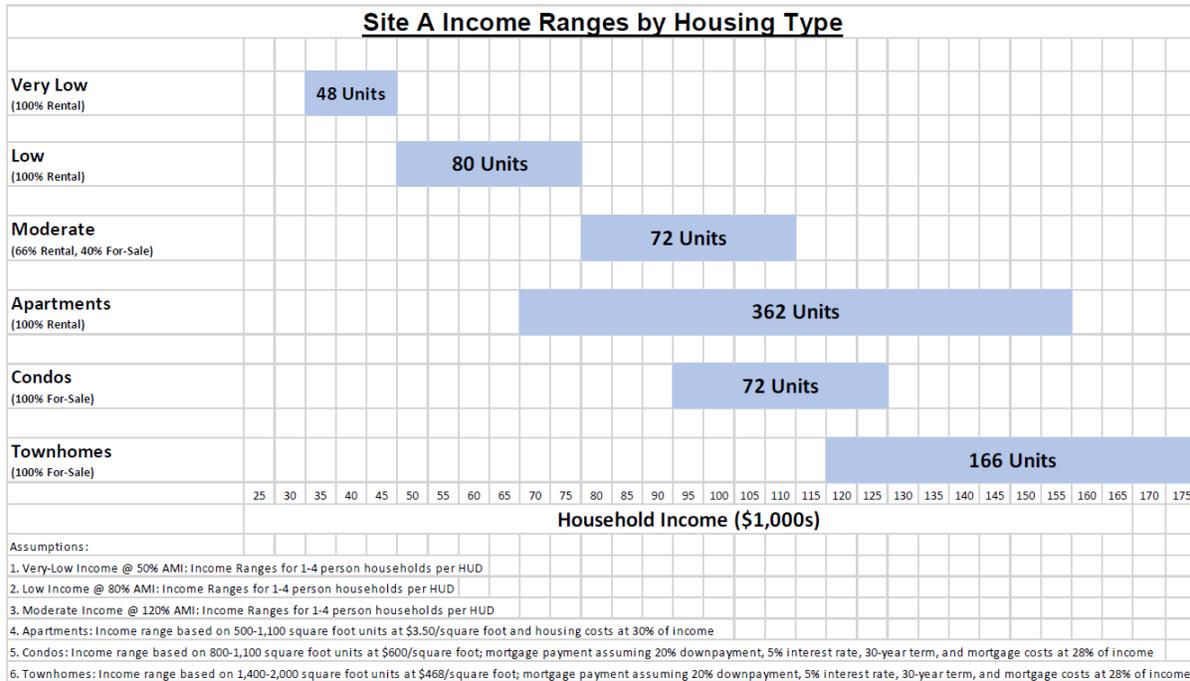
- The development and renovation of 600,000 square feet of permanent commercial space, including specialty manufacturing, light industrial, retail, and hotel uses, resulting in approximately 1,472 permanent commercial jobs on-site.
- Approximately \$400 million in construction work, generating approximately 2,570 direct construction jobs over the life of the project with preferences for Alameda residents.
- A \$2.5 million commitment to rehabilitate and lease the existing 100,000-square-foot Building 117 for flex office, light industrial, and specialty manufacturing uses by the end of Phase 1 occupancy. This would be in addition to the development and renovation of approximately 100,000 square feet of retail uses planned for Phase 1.
- Rehabilitation of several existing buildings that will be marketed immediately for research and development, office, light industrial, retail and/or ancillary retail uses. These uses are complementary to existing uses within the Adaptive Reuse area to the west and to the commercial uses being proposed for the adjacent Building 9, which is planned for food and beverage manufacturing production and incubator space associated with local and regional suppliers in partnership with the Whole Foods Market company.
- Partnerships with “makers” and small-scale local and regional manufacturing companies (or individuals incubating a manufacturing idea) with potential to expand and grow on-site. Other uses could include start-up and expanding clean-tech companies similar to Wrightspeed, Natel Energy, and Makani Power (recently acquired by Google), which are existing tenants at Alameda Point.
- Construction of amenities, gateway improvements into Alameda Point and a new sewer line from Main Street through Site A and up to the existing pump station at the northern edge of the Alameda Point property to support long-term employment-generating uses in the Enterprise Sub-district and the NAS Alameda Historic District (i.e., Adaptive Reuse Sub-district) at Alameda Point.
- Implementation of a "Phase Zero" plan with “pop-up” businesses and events to:

- (1) Create immediate activity and be an “interest generator” for the waterfront at the core of Site A. This will maximize the potential for fostering a high-quality mixed-use community.
- (2) Serve as an incubator for the retail development component of Site A by creating a low-cost environment for retail activity and entertainment uses, which allows them to occur concurrently with other development. Typically, new retail space construction occurs after other types of new development occurs. It will also develop more organically, resulting ultimately in the attraction of authentic commercial uses and a high-quality and unique retail experience.
- (3) Provide waterfront amenities for the entire Alameda community to enjoy and experience, which galvanizes the much-anticipated process of integrating Alameda Point with the rest of the City.

### Mixed-Income Housing Opportunities

In compliance with the General Plan, Town Center Plan, AMC policies, standards, and requirements, and the Renewed Hope Settlement Agreement, the Site A housing plan is designed to address Alameda's current housing crisis and create a mixed-income community for households at a range of income levels:

- 200 of the 800 units (25%) will be permanently restricted to very low-, low- and moderate-income households.
- The remaining 600 units will be market rate units in a diversity of housing product types serving a range of income levels, including apartments with a variety of bedroom types, townhomes and condominiums. The exact number and configuration of the types of units (i.e., size and number of bedrooms) is dependent on the ultimate design of the buildings and the latest market trends and housing needs. The floor plans and unit configurations are subject to future public hearings and planning approvals.
- The table below illustrates how the housing plan is designed to address the housing needs of all socio-economic segments of the Alameda community with a wide range of rental rates and home prices for the different housing types proposed as part of the Site A development:



- All multifamily apartment rentals will also be subdivided for condominium purposes in the event that market demand dictates a greater need for "for sale" housing opportunities in Phase 1. Currently, the housing plan is designed with a large portion of rental units to address the current rental housing crises in Alameda.
- The 72 moderate-income units will be permanently restricted and dispersed throughout the remaining residential blocks of Site A in buildings to be constructed as part of APP Site A development.
- One hundred twenty-eight (128) of the 200 affordable units will be permanently restricted for very low and low-income households. These units are proposed to be constructed by Eden Housing, a nonprofit affordable housing developer, in one or two buildings on a shared or separate podium on Block 8 in the first phase of the development. Eden Housing is exploring either providing 128 units for extremely low-, very low-, low-income family housing or 50% of the units as low- and very-low senior housing and the remaining 50% as extremely low-, very low- or low-income family housing. Eden Housing will also provide long-term property management and resident services targeted to the needs of its residents.
- Since the demise of redevelopment in California, the remaining sources of financing for affordable housing, such as low-income tax credits, have become very competitive. Eden Housing is one of the best affordable housing developers in the Bay Area and is often successful at obtaining financing for their projects such as two State of California Cap & Trade grants they were awarded for the two projects they submitted in the first round of grants. However, it is important to understand that

obtaining outside financing for affordable housing is not yet guaranteed. To address this uncertainty, the Affordable Housing Implementation Plan attached to the DDA requires APP to ensure that at least 25% of each phase of the development be restricted to households at moderate, low- and very-low income levels as required by the Renewed Hope Settlement Agreement.

- To ensure completion of the required affordable housing in each phase, APP is:
  - (1) Preparing the site and building the infrastructure required for the Eden Housing project at its sole cost.
  - (2) Providing \$3 million in subsidy funding towards the Eden Housing project.
  - (3) Committing to provide all of the affordable housing units (25% for each phase) that have not already been constructed. This includes the very-low and low-income units, as inclusionary housing units within its remaining market rate housing projects, if financing for the Eden Housing project has not been obtained before APP has pulled the building permit for its 396<sup>th</sup> market rate unit (i.e., the 502 market rate units in Phase 1 less the 107 very-low and low-income units required for Phase 1). APP is committing to meeting the affordable housing obligations by completion of each phase and well before all of the market rate housing units have been built.

### Transportation Impacts and Improvements

Over the course of the last 20 years, the City of Alameda has completed three EIRs evaluating the transportation impacts of the reuse and redevelopment of Alameda Point. The most recent EIR certified in 2014 re-confirmed the findings of the prior two EIRs and found that:

- Due to regional and local population growth over the next 20 years, the community will continue to experience increased automobile congestion and delays on local streets and regional arterials over the next 20 years.
- The redevelopment and reuse of Alameda Point will add additional vehicle trips to the local and regional transportation network, which will contribute to the significant transportation impacts that are anticipated to occur over the next 20 years.
- Although Alameda Point will contribute to projected traffic delays, a decision to deny redevelopment of Alameda Point will not prevent the occurrence of the congestion that is anticipated to worsen over the next 20 years, as the regional population continues to grow. As documented in the 2014 EIR and the prior EIRs, the capacity of the estuary crossings is fixed, and even without development of Alameda Point, regional and local population growth will result in automobile volumes that exceed the capacity of the estuary crossings during the commute peak periods. As a result, the peak-hour traffic at the tubes will spread over a longer period (e.g., people leave earlier or later to commute to work) and traffic that previously used the tubes will divert to other crossings,

which is why many of the significant impacts identified in the 2014 EIR occur on the east side of the island.

- To minimize future traffic delays and maintain a high level of mobility for Alameda residents over the next 20 years, the development of Alameda Point and other properties throughout Alameda must:
  - Support job growth on-island to reduce off-island commute hour trips.
  - Attract employers and residents that prefer a mixed use, transit oriented environment.
  - Provide funding for physical improvements to the transportation network.
  - Provide annual funding for transportation services which support high occupancy vehicle travel, such as buses, shuttles, ferries, and ride sharing services, as well as non-automobile travel modes, such as bicycling and walking.
  - Support on-going partnerships with existing transportation providers such as AC Transit, WETA, and BART to increase transportation options for Alameda residents.

The Alameda Point EIR can be found on the City's website at:  
<http://alamedaca.gov/alameda-point.eir>

As required by the Community Reuse Plan, General Plan, Zoning Ordinance, Alameda Point Master Infrastructure Plan, and Transportation Demand Management Plan, the Site A development includes robust transportation strategies and programs to minimize the significant transportation impacts associated with Alameda Point redevelopment and reuse. As mentioned above, the City approved an Alameda Point TDM Plan, to which all new development at Alameda Point must comply. As required by the TDM Plan, APP prepared a TDM Compliance Strategy, attached to the DDA (Exhibit 5). This Site A TDM Compliance Strategy includes extensive transportation services and programs consistent with the Alameda Point TDM Plan, and goes above and beyond the requirements of the Alameda Point TDM Plan in many respects. The following provides a summary of the proposed Site A transportation program:

- Over \$8.5 million to construct complete streets in and around Alameda Point, including key transit improvements, such as dedicated bus lanes on RAMP within Alameda Point to support expanded transit services from Alameda Point to downtown Oakland and BART. Complete streets is a design concept to create safe access for all users including bicycles, pedestrian, transit riders and motorists.
- \$590,000 in dedicated annual funding for transit services and TDM strategies and programs at build out.

- A commitment to reduce the number of peak hour trips generated from Site A, as projected in the EIR, by 10 percent for new residential development and 30 percent for new commercial development. This is consistent with the General Plan and Alameda Point EIR.
- 15-minute transit services to 12<sup>th</sup> Street BART during morning and evening peak commute hours from day one of the project. This exceeds the services levels required in the Alameda Point TDM Plan.
- Bus passes for all residents and employees and additional Clipper Card subsidies for other regional transit services.
- Active leadership and membership in the Alameda Point Transportation Management Association (TMA) and a requirement that all property owners participate in the TMA and comply with the Site A TDM Compliance Strategy.
- The provision of car and bike-sharing programs, including vehicles and bicycles that are accessible to employees who use transit and residents who do not have access to a vehicle for business or personal purposes.
- A parking management plan designed to utilize public and private parking spaces efficiently and encourage alternate modes of transportation consistent with the Town Center Plan and Alameda Point TDM Plan. The Site A Development Plan identifies the location and amount of public parking that will be provided within Site A consistent with the Alameda Point TDM Plan. As depicted on Page 31 of the Development Plan, approximately 385 public on-street parking spaces and 294 public surface parking lot spaces will be provided in the initial development phases. As the demand for public parking increases, the surface parking lots are designed to be expanded into parking structures resulting in up to 1,030 additional public parking spaces.
- Other programs, such as guaranteed ride home and ridematching services.
- \$10 million towards construction of the new Ferry Terminal at the Seaplane Lagoon to support expanded ferry services to San Francisco and the region. This is in addition to the existing ferry terminal at Main Street. The funding could also be used for new boats or operations if alternative regional, State or federal funding sources are obtained for the ferry terminal construction. The City and APP are working closely with the Water Emergency Transportation Authority (WETA) to plan and implement this new service. WETA, in coordination with City staff, has been working closely over the last several months to evaluate the demand for, and benefit of, a Seaplane Lagoon ferry terminal. It is not guaranteed, but existing service from the west end of Alameda will be nearing capacity limits in the next several years given continuation of the strong demand for ferry service in Alameda. The location of a new ferry terminal at Seaplane

Lagoon, coupled with the existing Main Street Terminal, will act as a coordinated West End ferry service and accomplish goals for WETA, the City and APP.

- For WETA the new ferry terminal locates service within walking distance of a major development, which will maximize demand for their services from the residents and employees located at Alameda Point. It creates new parking facilities (currently a 400-space parking lot is planned at Alameda Point) for existing residents since available parking at the Main Street Terminal is close to reaching capacity. And it allows WETA to easily coordinate the Main Street and Seaplane Lagoon services as one West End service (i.e., boats can be moved in and out of both terminals) to meet shifting demands from each terminal and from Oakland, creating long-term flexibility for WETA.
- For the City, a new ferry service, which was included in its previous planning documents for Alameda Point, creates a transit hub at the heart of Alameda Point, which maximizes opportunities for the residents and employers/employees who locate at Alameda Point to be transit users. This minimizes potential traffic impacts and significantly increases the possibility of attracting major commercial users to Alameda Point. Both developer finalists interested in the Site B “commercial only” request for qualifications from developers mentioned the new ferry terminal as a crucial component of marketing and attracting a major commercial user to Alameda Point. A number of prospective commercial tenants that include higher-intensity employment uses, such as office uses, have indicated that the new ferry terminal and service is an important factor in locating at Alameda Point. Additionally, the location of the new ferry terminal was planned carefully to minimize conflicts with recreational users within the 110-acre Seaplane Lagoon. In fact, the location of the planned ferry terminal at the foot of Pacific Avenue and immediately to the right as boats enter the Seaplane Lagoon was selected for its minimization of conflict with other uses and the maximization of space for recreational use. Staff anticipates that the use of the ferry would at most occupy approximately 33 acres of the 110-acre Seaplane Lagoon, during the times it is entering and leaving the Lagoon. During initial service this may only be one boat every hour. Seventy-seven acres of the Seaplane Lagoon, or 70 percent of the overall Seaplane Lagoon area, would essentially be available for recreational use.
- For APP, the new ferry service helps them minimize peak-hour vehicle trips and comply with their trip reduction goals in the TDM Compliance Strategy. It also attracts retailers, commercial users and residents, which translates into greater market demand for their development and higher values. The new ferry service is an important component of their marketing and business plan for the successful implementation of the Site A development.

APP's \$10 million contribution is a significant step towards making increased ferry service at the west end of Alameda a reality. While both APP and City are committing in the DDA to coordinating closely to implement the new service as quickly as possible, nothing in the Planning Approvals make the City financially responsible for securing the new service at the Seaplane Lagoon.

- A transportation coordinator to coordinate transportation services and programs and compliance with the TDM Compliance Strategy.
- Annual monitoring and reporting of trip reduction achievements. The monitoring will guide refinements and modifications to the Alameda Point TDM Plan and Site A TDM Compliance Strategy as development occurs. Monitoring will use a combination of survey instruments; traffic counts; utilization surveys of pedestrian, bicycle, and transit facilities and services; and employee and resident surveys.

### Parks and Open Space

Site A includes three distinct park areas, or districts, consisting of 15 acres of publicly accessible parks that is intended to create accessible and walkable community open space — nearly 25% more than the Town Center Plan. Additionally, a portion of the Bay Trail will be constructed along the northeastern edge of the Seaplane Lagoon, along the southern edge of RAMP to Main Street, and along the Site A frontage on Main Street. The following provides a summary of each of these park districts:

- Waterfront Park District: Approximately 7.23-acre park along the shoreline of the Seaplane Lagoon. With water-oriented activities and views, the park includes pedestrian walks, bicycle paths, vista points, seat/rest areas, flexible plaza space for events, and access to the water. The terraced design of the park is designed to address sea-level rise.
- Urban Park District: Approximately 3.05-acre adaptive reuse park, with spaces for retail uses, such as cafés, markets, and seating. This park also includes pedestrian walks, bicycle paths, and flexible open-space zones. The Urban Park District will provide interpretive signage with information about the history and former uses of the naval base. Salvaged post-industrial materials, such as train tracks, will be integrated into the design. The 3.05-acre urban park area on Block 10 will be owned and improved by APP consistent with the Development Plan, and the City will have an irrevocable public access easement to this area. The new and repurposed existing buildings on Block 10 outside of the urban park area will be developed consistent with the Development Plan and owned by APP.
- Neighborhood Park District: Approximately 1.15-acre park along RAMP, which is the main entry road. This park retains the existing Corsair II aircraft display and preserves the existing Cypress tree along the southern edge. In addition, an approximately 1.35-acre linear neighborhood park will be constructed along G

Street. The park will include informal picnicking, seating, bicycle paths, and areas for active uses, such as outdoor fitness equipment and a playground.

Planning Approvals: Based on the benefits of the proposed development to the redevelopment of Alameda Point and to the greater Alameda community, staff is recommending that the City Council approve the Site A Project by approving the following documents:

1. Resolution Upholding Planning Board Unanimous Approval of the Site A Development Plan and Density Bonus Waiver Application. The City Council Resolution is attached. The Development Plan is attached as Exhibit 2, the resolution unanimously approved by the Planning Board on May 11 approving the Development Plan and multifamily housing prohibition waiver is attached as Exhibit 3, and APP's letter requesting a waiver is attached as Exhibit 4.
2. First Reading of a Draft Ordinance Approving the Disposition and Development Agreement and Related Documents. The DDA outlines the price and terms of payment for the Site A property and development obligations over a 20-year term (Exhibit 5). Exhibit 6 provides an executive summary of the organization and content of the DDA for Site A and Exhibit 7 includes a financial analysis of the DDA transaction that demonstrates that the City is obtaining a fair reuse value for the Site A property. Other important related transaction documents that are attached to the DDA for approval include:
  - The TDM Compliance Strategy;
  - Affordable Housing Implementation Plan, which outlines APP's specific obligations for providing 25% affordable housing consistent with the Renewed Hope Settlement Agreement, the City's Inclusionary Housing Ordinance and the City's Density Bonus Ordinance;
  - A Milestone Schedule outlining key performance milestones for completing development of the Site A development;
  - A Phasing Plan for the phasing of development and public amenities;
  - The package and phasing of infrastructure consistent with the Master Infrastructure Plan and the Request for Qualifications from Developers for Site A;
  - A Mitigation Monitoring and Reporting Program (MMRP) specifically tailored to the Site A development consistent with the MMRP approved on February 4, 2014 by the City Council as part of the certification of the Alameda Point Final FEIR in compliance with the California Environmental Quality Act (CEQA);

- Leases that provide for the interim use of Buildings 117 and 118 for commercial space outside of the State tidelands areas before they are transferred to APP;
  - A Trust Lease that governs the long-term use of land and existing and new buildings within the State tidelands area; and
  - A Public Improvement Agreement to be used for each subsequent subdivision of property within Site A.
3. First Reading of an Ordinance Approving the Draft Development Agreement. An ordinance approving the DA that vests Site A's Development Plan and future project approvals for the term of the DDA. The DA is attached as Exhibit 8 and an executive summary of the DA is attached as Exhibit 9.

### FINANCIAL IMPACT

The proposed Site A development complies with the City's fiscal neutrality for Alameda Point. The projected fiscal impact of the Site A development at Alameda Point was evaluated (Exhibit 10) and the required special tax mitigations included in the DDA.

### ENVIRONMENTAL REVIEW

On February 4, 2014, the City of Alameda certified the Alameda Point FEIR in compliance with CEQA. The FEIR evaluated the environmental impacts of redevelopment and reuse of the lands at Alameda Point consistent with the Alameda Point Waterfront and Town Center Plan, which included Site A. Consistent with the February 2014 action, on May 11, 2015, the Planning Board approve a resolution containing conditions of approval that require that the Site A development comply with, and implement, all the relevant mitigations measures adopted by the City Council in February 2014. The DDA also includes the MMRP as an exhibit and requires compliance with all of the relevant mitigation measures.

Under Public Resources Code Section 21083.3 and Section 15183 of the *CEQA Guidelines*, where a project is consistent with the development density established by existing zoning, a community plan, or a general plan for which an EIR was certified, additional environmental review is not required. The density and land uses of the proposed Site A development are consistent with the Town Center Plan and Alameda Point Zoning District. As documented in the environmental compliance checklist (Exhibit 11), Site A would not result in significant impacts that: (1) are peculiar to the project or project site; (2) were not already identified as significant effects, cumulative effects, or off-site effects in the FEIR; or (3) were previously identified as significant effects, but are determined to be substantially more severe than discussed in the EIR. Thus, the streamlining provision of Public Resources Code Section 21083.3 and Section 15183 of the *CEQA Guidelines* apply and no further environmental review is necessary.

## RECOMMENDATION

1. Adopt a Resolution Upholding the Planning Board's Approval of the Alameda Point Site A Development Plan and Approving a Density Bonus Waiver;
2. Introduce an Ordinance Approving a Disposition and Development Agreement (and Related Documents) between the City of Alameda and Alameda Point Partners, LLC for the Site A Development at Alameda Point; and
3. Introduce an Ordinance Approving a Development Agreement between the City of Alameda and Alameda Point Partners, LLC for the Site A Development at Alameda Point.

Respectfully submitted,  
Jennifer Ott, Chief Operating Officer – Alameda Point

Financial Impact section reviewed,  
Elena Adair, Finance Director

### Exhibits:

1. Updated City Council, Planning Board and Other Community Comments
2. Development Plan Approved by Planning Board on May 11, 2015 (Attached as Exhibit H to the DDA and Exhibit B to the DA)
3. Planning Board Resolution 15-09 Approving Site A Development Plan and Density Bonus Waiver
4. Letters from APP Requesting Waiver of AMC 30-53
5. Ordinance containing Disposition and Development Agreement (and Related Documents) between City of Alameda and Alameda Point Partners, LLC
6. Executive Summary of the Disposition and Development Agreement
7. Summary Report Pursuant to California Government Code Sections 52201 for an Agreement to Sell Site A of Alameda Point
8. Ordinance containing Development Agreement between City of Alameda and Alameda Point Partners, LLC
9. Executive Summary of the Development Agreement
10. Alameda Point Fiscal Impact Analysis
11. Environmental Compliance Checklist (Attached as Exhibit D to the DDA and DA)